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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:

CIRCUIT CITY STORES, INC., et al.

Debtors.

Chapter 11

Case No. 08-35653

(Jointly Administered)

STIPULATION AND ORDER WITHDRAWING NOTICE OF APPEAL

This Stipulation and Agreed Order (the “Stipulation” or “Order”) is made as of December 22, 2009, by and between creditor-appellant Korea Export Insurance Company (“KEIC”) and the debtors herein (the “Debtors”), each by and through its respective undersigned counsel, relates to a Notice of Appeal filed by KEIC on December 17, 2009 [Docket No. 6115] in the Debtors’ jointly administered chapter 11 cases. In support of this Stipulation, KEIC and the Debtors submit as follows:

RECITALS

WHEREAS, on July 8, 2009, KEIC filed a request for payment of an administrative expenses under section 503(b)(9) of title 11, United States Code, which was docketed by the claims agent as claim number 14446 (the “Claim”); and

WHEREAS, on October 14, 2009, the Debtors filed the *Forty-Ninth Omnibus Objection to Certain Administrative Expenses and 503(b)(9) Claims and Motion for (I) Authority to Setoff Against Such Expenses and Claims and (II) a Waiver of the Requirement that the First Hearing on Any Response Proceed as a Status Conference Hearing* [Docket No. 5212] (the “Motion”) in which the Debtors objected to the Claim; and

WHEREAS, by order entered on December 3, 2009 [Docket Nos. 5963 and 5964], the Court granted, in part, the relief sought in the Motion (the “Setoff Order”); and

WHEREAS, by Notice of Appeal filed on December 17, 2009 [Docket No. 6115], KEIC appealed the determinations made in the Setoff Order; and

WHEREAS, subsequent to the filing of the Notice of Appeal, KEIC and the Debtors have discussed the Claim, as well as the Notice of Appeal; and

WHEREAS, KEIC and the Debtors wish to proceed on a coordinated basis with respect to any open issues relating to the Motion that are not yet resolved, and in connection with the Notice of Appeal, on the terms set forth below.

NOW, THEREFORE, in consideration of the recitals set forth herein, it is hereby stipulated and agreed to by KEIC and the Debtors as follows:

1. KEIC will withdraw its Notice of Appeal, without prejudice.
2. The Debtors and KEIC agree to address any open issues relating to the Motion that have not been resolved.
3. In the event that such issues are not resolved on a consensual basis and the Bankruptcy Court enters a final, non-interlocutory order (a “Final Order”) concerning KEIC’s

Claim, KEIC may appeal such Final Order on any ground, including (without limitation) grounds resolved as part of the Setoff Order; provided, further, that the Debtors expressly agree that any timely appeal from a Final Order filed by KEIC shall be deemed a timely appeal of the Setoff Order, notwithstanding KEIC's withdrawal of the Notice of Appeal

4. This stipulation is binding upon KEIC and the Debtors, as well as their respective successors and/or assigns. Except with respect to KEIC's and the Debtors' successors and/or assigns, no person or entity is or shall be deemed to be an intended or incidental third party beneficiary of this Stipulation.

5. The Bankruptcy Court retains jurisdiction with respect to any issues arising from or relating to this Stipulation.

Dated: _____

IT IS HEREBY SO ORDERED:

United States Bankruptcy Judge

STIPULATED AND AGREED:

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CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley